

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

\_\_\_\_\_  
In the Matter of )

**LATIN AMERICAN NAUTILUS )  
SERVICE, INC. )**

File No. ITC-214-2002\_\_\_\_\_

)  
Application for Global Authority Pursuant to )  
Section 214 of the Communications Act )  
of 1934, as amended, to Operate as an )  
International Facilities-Based and Resale Carrier )  
Between the United States and Various )  
International Points, Except Cuba )  
(on a facilities-basis), San Marino and )  
the Federal Republic of Yugoslavia )  
(Serbia and Montenegro) )  
\_\_\_\_\_)

**APPLICATION**

Latin American Nautilus Service, Inc. (“LAN Service” or “Applicant”), by its undersigned counsel, hereby requests global facilities-based authority and global resale authority, under Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Section 63.18 of the Commission's Rules, 47 C.F.R. § 63.18, to provide international telecommunications services between the United States and international points, except Cuba (on a facilities-basis), San Marino and the Federal Republic of Yugoslavia (Serbia and Montenegro).

## **I. The Applicant**

LAN Service is an international telecommunications provider organized under the laws of the State of Florida, and its operations are based in Miami, Florida. By this application, LAN Service seeks to obtain Section 214 authority to provide facilities-based and resold international telecommunications services.

LAN Service is not a foreign carrier, but is affiliated, within the meaning of Section 63.09(e) of the Commission's Rules, 47 C.F.R. § 63.09(e), with several foreign carriers authorized to provide telecommunications services, including Telecom Italia S.p.A. ("Telecom Italia"), Telecom Argentina S.A. ("Telecom Argentina"), Telekom Austria A.G. ("Telekom Austria"), Brasil Telecom Participacoes S.A. (formerly, Tele Centro Sul Participacoes S.A.) ("Brasil Telecom"), Entel S.A. ("Entel"), Empresa de Telecomunicaciones de Cuba S.A. ("ETECSA"), Intelcom San Marino S.p.A. ("Intelcom San Marino"), and Telekom Serbia A.D. ("Telekom Serbia"). Given that Intelcom San Marino and Telekom Serbia are dominant carriers in countries that are not Members of the World Trade Organization ("WTO"), LAN Service does not seek to provide service on the US-San Marino and US-Federal Republic of Yugoslavia (Serbia and Montenegro) routes. In addition, LAN Service does not seek to provide facilities-based service on the US-Cuba route. However, because the Commission considers Telecom Italia, Telecom Argentina, Telekom Austria, Brasil Telecom, Entel and ETECSA to be dominant carriers in countries that are Members of the WTO, LAN Service accepts dominant carrier classification with respect to the US-Italy, US-Argentina, US-Austria, US-Brazil, US-Bolivia and US-Cuba routes, without prejudice to its right to petition for reclassification at a later date.

LAN Service also has several other foreign affiliates<sup>1</sup>, but none of them are dominant providers of telecommunications services in a relevant market in a destination country. Therefore, LAN Service lacks sufficient market power on the foreign end of these routes to

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<sup>1</sup> See Attachment A.

affect competition adversely in the U.S. telecommunications market. Accordingly, given that LAN Service: (1) does not seek to provide international service on the US-San Marino and US-Federal Republic of Yugoslavia (Serbia and Montenegro) routes; (2) does not seek to provide facilities-based service on the US-Cuba route; (3) accepts dominant carrier classification on the US-Italy, US-Argentina, US-Austria, US-Brazil, US-Bolivia and US-Cuba routes without prejudice to its right to petition for reclassification at a later date; and (4) qualifies for the presumption of non-dominance under Section 63.10(a)(3) of the Commission's Rules, 47 C.F.R. § 63.10(a)(3), with respect to its other foreign affiliates, LAN Service's application is eligible for streamlined processing pursuant to Section 63.12(c)(1) (ii) and (v) of the Commission's Rules.

## **II. Public Interest Considerations**

LAN Service believes that the added competition its entry will bring to the market will benefit the consumers of United States-overseas services. Particularly, these benefits include competitive pricing and increased availability of a variety of innovative and high quality service options. Therefore, a grant of this Application will further the public interest.

## **III. Information Required by Section 63.18**

LAN Service, in support of its request for Section 214 authority, submits the following information, as required by Section 63.18 of the Commission's Rules:

- (a) Name, address and telephone number of Applicant:

Latin American Nautilus Service, Inc.  
200 South Biscayne Blvd., Suite 4600  
Miami, FL 33131  
Tel: (786) 425-2460  
Fax: (786) 425-2455

- (b) Applicant is incorporated under the laws of the State of Florida.

- (c) Correspondence concerning this application should be sent to:

Jean L. Kiddoo, Esq.  
Troy F. Tanner, Esq.  
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP  
3000 K Street, N.W., Suite 300  
Washington, D.C. 20007-5116  
Tel: (202) 295-8360  
Fax: (202) 295-8478

with a copy to:

Mr. Eduardo Falzoni  
Latin American Nautilus Service, Inc.  
200 South Biscayne Blvd., Suite 4600  
Miami, FL 33131  
Tel: (786) 425-2460 ext. 109  
Fax: (786) 425-2455

- (d) LAN Service has not previously received authority under Section 214 of the Act.

- (e) (1) LAN Service requests Section 214 authority to operate as a facilities-based carrier pursuant to Section 63.18(e)(1) of the Commission's Rules. LAN Service requests such authorization for all international routes authorized by the Commission that are not on the exclusion list (*i.e.*, not Cuba) except the US-San Marino and US-Federal Republic of Yugoslavia (Serbia and Montenegro) routes. LAN Service certifies that it will comply with the terms and conditions of Sections 63.21 and 63.22 of the Commission's Rules.

(2) LAN Service also requests Section 214 authority to resell the international services of authorized U.S. common carriers pursuant to Section 63.18(e)(2) of the Commission's Rules. LAN Service requests such authorization for all international routes authorized by the Commission, except the U.S.-San Marino and U.S.-Federal Republic of Yugoslavia (Serbia and Montenegro) routes. LAN Service certifies that it will comply with the terms and conditions contained in Section 63.21 and 63.23 of the Commission's Rules.

(3) Not applicable.

(4) LAN Service requests Section 214 authorization to provide all facilities-based international services on the US-Italy, US-Argentina, US-Austria, US-Brazil and US-Bolivia routes, and to resell the international services of affiliated dominant carriers on the US-Italy, US-Argentina, US-Austria, US-Brazil, U.S.-Bolivia and US-Cuba routes. LAN Service agrees to accept dominant carrier classification on these routes, as described in further detail below.

Pursuant to Sections 63.22(a) and 63.23(a)(1) of the Commission's Rules, LAN Service requests authorization to provide international facilities-based and resold services between the United States and Russia and Ukraine, non-WTO Member countries in which LAN Service has non-dominant foreign affiliates, as described in greater detail below. Moreover, pursuant to Section 63.23(a)(2) of the Commission's Rules, LAN Service seeks authority to provide authorized switched or private line services over resold private lines to all countries to which the Commission has authorized the provision of switched services over private lines, including the destination markets indicated in Attachment A where LAN Service is affiliated with foreign carriers that the Commission has not yet classified as

non-dominant. LAN Service's affiliates listed in Attachment A lack market power in their respective markets, and thus should be classified as non-dominant.

LAN Service certifies that it will comply with the terms and conditions contained in Sections 63.21, 63.22 and 63.23 of the Commission's Rules, as appropriate.

- (f) LAN Service seeks the authority to provide only the services referenced under paragraph (e) of Section 63.18 of the Commission's Rules.
- (g) LAN Service submits that an authorization of the facilities requested pursuant to Section 63.18(e)(4) of the Commission's Rules is categorically excluded as defined by Section 1.1306 of this chapter.
- (h) The following entities hold a ten percent (10%) or greater, direct or indirect, ownership interest in **Latin American Nautilus Service, Inc. ("LAN Service")**:

<u>Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
Latin American Nautilus S.A. 12-14 Boulevard G.D. Charlotte Luxembourg City, Luxembourg	100%	Luxembourg	Telecommunications

The following entities hold a ten percent (10%) or greater, direct or indirect, ownership interest in **Latin American Nautilus S.A.:**

<u>Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
Telecom Italia S.p.A. Piazza Affari, 2 20123 Milan Italy	70%	Italy	Telecommunications
Telecom Argentina Stet France Telecom S.A. Av Alicia Moreau de Justo 50 Buenos Aires, Argentina	10%	Argentina	Telecommunications

ENTEL S.A. Calle Federico Zuazo 1771 Edificio Tower La Paz, Bolivia	10%	Bolivia	Telecommunications
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Empresa Nacional de Telecomunicaciones S.A. (ENTEL Chile) Av. Andres Bello 2687 Piso 14, Edificio Palacio Las Condes, Santiago Chile	10%	Chile	Telecommunications
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### **TELECOM ARGENTINA STET FRANCE TELECOM S.A. OWNERSHIP**

The following entity holds a 50 percent (50%) or greater ownership interest in **Telecom Argentina Stet France Telecom S.A.**, and therefore an indirect 10% interest in LAN Service:

<u>Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
Nortel Inversora S.A. Av. Alicia Moreau de Justo 50 Piso 11 Buenos Aires, Argentina	54.74%	Argentina	Investment

Nortel Inversora S.A. is owned by Telecom Italia and France Telecom through the following direct and indirect ownership interests in Nortel Inversora:

#### Telecom Italia

Telecom Italia Spa	32.50%
STET International Netherlands NV	17.50%

and

#### France Telecom

France Cables et Radio S.A.	32.50%
Atlas Telecommunications S.A.	17.48%
Wirefree Services Belgium	0.02%

### **ENTEL S.A. OWNERSHIP**

The following is the only entity holding a 50 percent (50%) or greater ownership interest in **ENTEL S.A.**, and therefore an indirect 10% interest in LAN Service:

Euro Telecom International N.V.E.T.I. 50%

Euro Telecom International is in turn 100% owned and controlled by STET International Netherlands N.V., which in turn is controlled by Telecom Italia (see below).

**EMPRESA NACIONAL DE TELECOMUNICACIONES S.A. OWNERSHIP**

The following entity holds a 50 percent (50%) or greater ownership interest in **Empresa Nacional de Telecomunicaciones S.A.**, and therefore an indirect 10% interest in LAN Service:

<u>Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
STET International Netherlands N.V. Strawinskylaan Atrium 6 <sup>th</sup> Floor 1077 ZX Amsterdam The Netherlands	54.76%	The Netherlands	Investment

**STET International Netherlands N.V.** is 100% owned and controlled by Telecom Italia S.p.A.

The following entities hold a ten percent (10%) or greater ownership interest in **Telecom Italia S.p.A.**:

<u>Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
Olivetti S.p.A. Company Via Jervis, 77 10015 Ivrea (Turin) Italy	54.94% <sup>2</sup>	Italy	Holding

No other shareholder of Telecom Italia S.p.A. holds a 10% or greater indirect ownership interest in LAN Service.

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<sup>2</sup> The FCC granted an application for the *pro forma* transfer of control of Telecom Italia, wherein approval was given for the change of Olivetti's current shareholder interest in Telecom Italia from approximately 54% to approximately 40%. See Americatel Corporation, Application for *Pro Forma* Transfer of Control, FCC File No. SCL-T/C-20010418-00012, DA No. 01-1531, released June 28, 2001; AmericaSky Corporation, Application for *Pro Forma* Transfer of Control, FCC File No. SES-T/C-20010424-00806, granted May 2, 2001.



The following entity holds a ten percent (10%) or greater interest in **Olivetti S.p.A.**:

<u>Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
Olimpia S.r.l. Viale Sarca 222 20126 Milan Italy	27%	Italy	Holding company

The following entities hold a ten percent (10%) or greater ownership interest in **Olimpia S.r.l.**:

<u>Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
Pirelli S.p.A. Viale Sarca 222 20126 Milan Italy	60%	Italy	Tires and Cables for the energy and telecommunications sectors
Edizione Finance International S.A. 1 Place d'Armes Luxembourg	20%	Luxembourg	Holding company
IntesaBci Piazza della Scala, 6 20121 Milan Italy	10%	Italy	Banking
UniCredito Italiano Piazza Cordusio 20121 Milan Italy	10%	Italy	Banking

The following entities hold a ten percent (10%) or greater ownership interest in **Pirelli S.p.A.**:

<u>Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
Pirelli & C. Accomandita per Azioni Viale Sarca 222 20126 Milan Italy	36.49% <sup>3</sup>	Italy	Holding company

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<sup>3</sup> The ownership interest is approximately 39.8 percent disregarding Pirelli's ownership of approximately 8.51 percent of its share capital.

The following entities hold a ten percent (10%) or greater ownership interest in **Pirelli & C. Accomandita per Azioni**:

<u>Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
Camfin S.p.A. Via Sempione, 230 20016 Pero (MI) Italy	25.15%	Italy	Investment

Camfin S.p.A. is indirectly controlled by Marco Tronchetti Provera, an Italian citizen. No other single shareholder of Pirelli & C Accomandita per Azioni is a controlling shareholder or holds a 10 percent or greater interest in Pirelli & C Accomandita per Azioni. Accordingly, no shareholder of Pirelli & C Accomandita per Azioni holds a 10 percent or greater indirect ownership interest in LANautilus.

The following entities will hold a ten percent (10%) or greater ownership interest in **Edizione Finance International S.A.**:

<u>Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
Edizione Holding S.p.A. 1 Place d'Armes Luxembourg	100%	Italy	Holding company

Edizione Holding S.p.A. is a privately-held investment vehicle for members of the Benetton family in Italy.

- (i) LAN Service certifies that it is not a foreign carrier within the meaning of Section 63.09(d) of the Commission's Rules. However, LAN Service is affiliated within the meaning of Section 63.09 (e) of the Commission's Rules with several foreign carriers in the following countries:

Argentina, Austria, Belgium, Brazil, Bolivia, Chile, China, Cuba, El Salvador, France, Germany, Greece, Guatemala, Honduras, Ireland, Israel, Italy, The Netherlands, Paraguay, Perú, Russia, San Marino, Spain, Switzerland, Turkey, the United Kingdom, Venezuela and the Federal Republic of Yugoslavia (Serbia and Montenegro).

(j) LAN Service certifies that it seeks to provide international telecommunications services to all of the countries listed in (i) except San Marino and the Federal Republic of Yugoslavia (Serbia and Montenegro). In each of these countries an entity that owns more than 25 percent of LAN Service also controls a carrier there. The carriers are listed below in response to (k)-(m).

(k)-(m) LAN Service's foreign carrier affiliates listed herein are based in countries that are Members of the World Trade Organization, except for the affiliate in Russia. In this latter case, the foreign carrier affiliate controls less than 50% of any telecommunications services market and therefore lacks market power. As demonstrated below, LAN Service will comply with dominant carrier treatment to those countries in which it is affiliated with a dominant foreign carrier.

**Dominant Foreign Affiliates:** LAN Service is affiliated with the following dominant foreign carriers:

**Argentina:** Telecom Argentina

**Austria:** Telekom Austria

**Brazil:** Brasil Telecom

**Bolivia:** Entel

**Cuba:** ETECSA

**Italy:** Telecom Italia

LAN Service is also affiliated with Intelcom San Marino, the dominant carrier operating in San Marino, and Telekom Serbia, the dominant carrier operating in the Federal Republic of Yugoslavia (Serbia and Montenegro). Because Intelcom San Marino and Telekom Serbia are the

current incumbents in non-WTO Member countries, LAN Service does not seek to provide international service on the US-San Marino and US-Federal Republic of Yugoslavia (Serbia and Montenegro) routes. LAN Service also does not seek to provide international facilities-based services on the US-Cuba route. However, LAN Service reserves the right to seek such authorization from the Commission in the future.

LAN Service submits that Brasil Telecom is an incumbent local exchange carrier in Southern Brazil. With the exception of Brasil Telecom, the Commission's *List of Foreign Telecommunications Carriers that are Presumed to Possess Market Power in Foreign Telecommunications Markets*, released June 18, 1999, deems the foreign carriers listed above as dominant foreign carriers. Accordingly, LAN Service agrees to be classified as dominant with respect to the US-Argentina, US-Austria, US-Brazil, US-Bolivia, US-Cuba and US-Italy routes, without prejudice to its right to petition for reclassification at a later date. Accordingly, LAN Service agrees to file quarterly traffic reports pursuant to Section 43.61(c) of the Commission's Rules with respect to these routes.

#### **Non-Dominant Foreign Affiliations**

With the exception of the US-Argentina, US-Austria, US-Brazil, US-Bolivia, US-Cuba, US-Italy, US-San Marino, US-Federal Republic of Yugoslavia (Serbia and Montenegro) routes, LAN Service submits that it should be classified as a non-dominant carrier pursuant to Section 63.10(a)(3) of the Commission's Rules. None of the affiliates identified below are listed on the Commission's *List of Foreign Telecommunications Carriers that are Presumed to Possess Market Power in Foreign Telecommunications Markets*, released June 18, 1999. In addition, these foreign affiliates are relatively new market entrants offering services in competition with dominant foreign carriers and others. At this time, these LAN Service foreign affiliates each hold significantly less than a 50 percent market share in the international transport and local access markets in the countries where they operate. Moreover, these foreign affiliates do not

have the ability to discriminate against unaffiliated U.S. international carriers through the control of bottleneck services or facilities to exercise market power in the countries where they operate. Accordingly, LAN Service's foreign affiliates lack sufficient market power on these U.S.-international routes to affect competition adversely in the U.S. market. Therefore, with the exception of the US-Italy, US-Argentina, US-Austria, US-Brazil, US-Bolivia, US-Cuba, US-San Marino, US-Federal Republic of Yugoslavia (Serbia and Montenegro) routes, LAN Service should be presumptively classified as non-dominant on all international routes.

A list with LAN Service's non-dominant foreign affiliates authorized to provide telecommunications services in their respective countries is included in this Application as Attachment A.

- (n) LAN Service certifies that it has agreed not to accept special concessions, as defined in Section 63.14(b) of the Commission's Rules, directly or indirectly from any foreign carrier where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) LAN Service certifies, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a), that no party to its application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) LAN Service qualifies for streamlined processing pursuant to Section 63.12(c)(1)(v) of the Commission's Rules. As set forth above, LAN Service agrees to be classified as a dominant carrier with respect to the US-Argentina, US-Austria, US-Brazil, US-Bolivia, US-Cuba and US-Italy routes, without prejudice to its right to petition for reclassification at a later date. However, LAN

Services does not seek to provide international facilities-based services on the US-Cuba route. Moreover, given that its foreign affiliates in San Marino and the Federal Republic of Yugoslavia (Serbia and Montenegro), two non-WTO Member countries, are dominant, LAN Service does not seek authority to provide international service on the US-San Marino and US-Federal Republic of Yugoslavia (Serbia and Montenegro) routes. In addition, LAN Service qualifies for streamlined processing pursuant to Section 63.12(c)(1)(ii), because, as previously stated, LAN Service qualifies for the presumption of non-dominance under Section 63.10(a)(3) of the Commission's Rules with respect to its other foreign affiliations.

#### **IV. CONCLUSION**

For the reasons stated above, Latin American Nautilus Service, Inc. respectfully submits that the public interest, convenience, and necessity would be furthered by a grant of this Section 214 Application.

Respectfully submitted,

By:

\_\_\_\_\_  
Jean L. Kiddoo  
Troy F. Tanner  
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP  
3000 K Street, N.W., Suite 300  
Washington, DC 20007  
(202) 295-8360 (tel)  
(202) 295-8478 (fax)

Counsel for Latin American Nautilus Service, Inc.

**CERTIFICATION OF APPLICANT**

On behalf of Latin American Nautilus Service, Inc., I hereby certify that the statements in the foregoing Application for Section 214 authority are true, complete, and correct to the best of my knowledge and are made in good faith.

**LATIN AMERICAN NAUTILUS SERVICE, INC.**

By: \_\_\_\_\_

Name: Juan Miguel Parodi

Title: COO  
Latin American Nautilus Service, Inc.

Date: January 8<sup>th</sup>, 2002

## **ATTACHMENT A**

### **Non-Dominant Foreign Affiliates of LAN Service**

LAN Service's non-dominant foreign affiliates listed below are authorized to provide telecommunications services in their respective countries.

<b>COUNTRY</b>	<b>COMPANY</b>
Argentina	Telecom Personal S.A. <sup>1</sup>
Austria	Mobilkom Austria A.G. <sup>4</sup>
Belgium	TI Belgium s.p.r.l.
Bolivia	Datacom S.A.
Brazil	Blucel S.A. <sup>1</sup>
Brazil	Maxitel S.A. <sup>1</sup>
Brazil	Starcel S.A. <sup>1</sup>
Brazil	Telepar Celular S.A. <sup>1</sup>
Brazil	Telesc Celular S.A. <sup>1</sup>
Brazil	CTMR Celular S.A. <sup>1</sup>
Brazil	Telasa Celular S.A. <sup>1</sup>
Brazil	Telpe Celular S.A. <sup>1</sup>
Brazil	Telpa Celular S.A. <sup>1</sup>
Brazil	Telern Celular S.A. <sup>1</sup>
Brazil	Teleceara Celular S.A. <sup>1</sup>
Brazil	Telepisa Celular S.A. <sup>1</sup>
Brazil	Unicel S.A. <sup>1</sup>
Chile	Empresa Nacional de Telecomunicaciones S.A. ("Entel S.A.")
Chile	Entel Telefonía Local S.A. ("EntelPhone S.A.")

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<sup>4</sup> The companies defined with the symbol <sup>1</sup> only own wireless mobile facilities. Pursuant to the Commission's *Streamlining Order*, affiliated carriers that own only wireless mobile facilities may become authorized to provide international service on a non-dominant basis and take advantage of streamlined processing. *In the Matter of 1998 Biennial Regulatory Review – Review of International Common Carrier Regulations*, Report and Order, IB Docket No. 98-118, 14 FCC Rcd. 4909, at ¶ 29 (1999) ("*Streamlining Order*"). See also 47 C.F.R. § 63.12(c)(1)(iii).



Chile	Entel Servicios Telefónicos S.A. (“EntelFónica S.A.”)
Chile	Micarrier Telecomunicaciones S.A. (“Micarrier S.A.”)
Chile	Entel PCS Telecomunicaciones S.A. <sup>1</sup> (“Entel PCS S.A.”)
Chile	Buenaventura S.A.
China	Jilin Huatai Communications Engineering Co Ltd.
China	Tianjin Stet Communications Development Co. Ltd.
El Salvador	Americatel El Salvador S.A. de C.V.
France	9 Telecom Reseau S.A.S.
France	TI France S.A.R.L.
Germany	TI Germany GmbH
Greece	Stet Hellas Telecommunications S.A. <sup>1</sup>
Guatemala	Americatel Guatemala S.A.
Honduras	Americatel Honduras S.A.
Ireland	Mediterranean Nautilus, Ltd.
Israel	MED-1 Submarine Cables Ltd.
Israel	MED-1 I.C.-1 Ltd.
Israel	Golden Lines International Communications Services Ltd.
Italy	Telecom Italia Mobile S.p.A. <sup>1</sup>
Italy	Iridium Italia S.p.A. <u>in liquidation</u>
Italy	Telespazio S.p.A.
The Netherlands	Telecom Italia (Netherlands) B.V.
Paraguay	Nucleo S.A.
Peru	Orbitel Peru S.A.
Peru	TIM Peru, S.A.C. <sup>1</sup>
Russia	Astelit Ltd.
Russia	Marems V&D Service
Spain	Cable I Televisio de Cataluna S.A.
Spain	Netco Redes S.A.
Spain	Retevision S.A.
Spain	Retevision Movil S.A. <sup>1</sup>

Spain	Madritel S.A.
Spain	Euskaltel S.A.
Spain	Supercable de Sivilla S.A.
Spain	Supercable de Andalusia S.A.
Spain	Aragon de cable S.A.
Spain	Cabletelca S.A.
Spain	Supercable de Almeria S.A.
Switzerland	TI (Switzerland) GmbH
Turkey	IS-TIM Telekomunikasyon Hizmetleri A.S. <sup>1</sup>
United Kingdom	TMI Telemedia International Ltd.
United Kingdom	TI United Kingdom Ltd.
Venezuela	Corporacion Digitel C.A.
Venezuela	Orbitel Venezuela C.A.

**ATTACHMENT B**

**INTERLOCKING DIRECTORATES**

Company/Officers	Carlos Lambarri	Juan Miguel Parodi	Eduardo Falzoni
<b>Latin America Nautilus Service Inc.</b>	CEO	COO	Treasurer and Secretary
Latin America Nautilus USA Inc.		CEO	Treasurer and Secretary
Latin American Nautilus SA (Luxembourg)	CEO		
Latin American Nautilus Argentina S.A.		Vice-President	
Latin American Nautilus Chile S.A.		Director	